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NEW NO.

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October 31, 1989

16589
RECORDATION NO. FILED 1423

NOV 1 1989 - 12 35 PM
INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three originals and two photocopies of a Memorandum of Lease Agreement dated as of June 1, 1989, a primary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

Lessee: Superior Transportation Systems, Inc.
One Centerpointe Drive
Suite 400
Lake Oswego, OR 97035

A description of the railroad equipment covered by the enclosed document is as follows: eleven (11) intermodal flatcars bearing WCRC marks and numbers 8100 through 8110, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commisison covering the required recordation fee.

Courtesy of C.T. Kappler

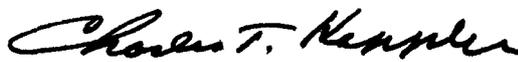
Ms. Noreta R. McGee
October 31, 1989
Page 2

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of June 1, 1989 between Greenbrier Leasing Corporation, Lessor, and Superior Transportation Systems, Inc., Lessee, covering eleven (11) intermodal flatcars marked and numbered WCRC 8100 through WCRC 8110, both inclusive.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

11/3/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/1/89 at 12:35pm and assigned recordation number(s). 16589

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

16589

REGISTERED BY _____ FILED 148

NOV 1 1989-12 35 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SUPERIOR TRANSPORTATION SYSTEMS, INC. ("LESSEE")

JUNE 1, 1989

Memorandum of a Lease Agreement made and entered into as of June 1, 1989 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Superior Transportation Systems, Inc., an Oregon corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor eleven (11) intermodal flatcars having a minimum deck length of 89-feet 0-inches and deck width of 9-feet 0-inches. Each Car is equipped with three (3) AFC Model 15 hitches for hauling 28-foot trailers and bears marks and numbers as follows:

WCRC 8100 through WCRC 8110, inclusive.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, V.P.

SUPERIOR TRANSPORTATION SYSTEMS, INC.

By: [Signature], V.P.

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 24th day of October, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Madison
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 26 day of October, 1989, before me personally appeared Tim H. Lee, to me personally known, who being by me duly sworn, says that he is Vice President of SUPERIOR TRANSPORTATION SYSTEMS, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kathryn Weeks
NOTARY PUBLIC

My commission expires: 3-19-92

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